

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

**Related Dkt. No. 1056**

**CERTIFICATION OF NO OBJECTION (NO ORDER REQUIRED)  
REGARDING SECOND MONTHLY FEE APPLICATION FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES OF PACHULSKI STANG  
ZIEHL & JONES LLP, AS COUNSEL FOR THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS FOR THE PERIOD FROM  
DECEMBER 1, 2024 THROUGH DECEMBER 31, 2024**

The undersigned hereby certifies that:

1. On March 5, 2025, Pachulski Stang Ziehl & Jones LLP (“PSZJ”), as counsel for the Official Committee of Unsecured Creditors (the “Committee”) filed and served its *Second Monthly Fee Application for Compensation and Reimbursement of Expenses of Pachulski Stang*

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

*Ziehl & Jones LLP, as Counsel for the Official Committee of Unsecured Creditors for the Period from December 1, 2024 through December 31, 2024 [Docket No. 1056] (the “Application”).*

2. Objections to the Application were to be filed and served no later than March 26, 2025 by 4:00 p.m. (prevailing Eastern Time). The undersigned has caused the Bankruptcy Court’s docket in this case to be reviewed, and no answer, objection or other responsive pleadings to the Application appears thereon. Additionally, no objections to the Application have been received by the undersigned counsel.

3. Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Estate Professionals*, [Docket No. 353], the Debtors are authorized to pay PSZJ \$954,599.40, which represents 80% of the fees (\$1,193,249.25), and \$34,762.32 which represents 100% of the expenses, for a total payment of \$989,361.72 for the period from December 1, 2024 through December 31, 2024, upon the filing of this certificate of no objection and without the need for entry of a Bankruptcy Court order approving the Application.

Dated: April 2, 2025

**PACHULSKI STANG ZIEHL & JONES LLP**

*/s/ Colin R. Robinson*

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